

MRD 5-598

Resubmit

05-13-1998

U.S. Department of Commerce
Patent and Trademark OfficeRECORDED
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

Record As 2-17-98

1. Name of conveying party(ies): Leon Max, Inc.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State CALIFORNIA
☐ Other _____

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

2. Name and Address of receiving party(ies)

Name: BNY Financial Corporation

Address: 1290 Avenue of the Americas
New York, NY 10104

3. Nature of conveyance:

☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: May 2, 1996

☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State NEW YORK
☐ Other _____

If assignee is not domiciled in the United States, a domestic
 representative designation is attached: ☐ Yes ☒ No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,210,654

Additional numbers attached? ☐ Yes ☒ No5. Name and address of party to whom correspondence
concerning document should be mailed:

Baila Celedonia
 Cowan, Liebowitz & Latman, P.C.
 1133 Avenue of the Americas
 New York, NY 10036-6799

6. Total number of applications and registrations involved: 17. Total fee (37 CFR 3.41)..... \$ 40.00☒ Enclosed
☐ Any deficiency is authorized to be charged to
 Deposit Account No. 03-3415.
 8. Deposit Account No. 03-3415

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of
 the original document.*

Baila Celedonia
 Name of Person Signing

Baila Celedonia
 Signature

5/4/98
 Date

Total number of pages including cover sheet, attachments, and document: 8

Mail to: Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
 REEL: 1724 FRAME: 0503

03-06-1998



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U.S. Department of Commerce
Patent and Trademark Office

MZD 2-17-98

RECEIPT ACTING DIV.

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Baila Celedonia

Name of Person Signing

Baila Celedonia

Signature

2/12/98

Date

Total number of pages including cover sheet, attachments, and document: 6

Mail to: Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
 REEL: 1724 FRAME: 0504

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, LEON MAX, INC., a corporation formed under the laws of California ("Borrower"), located at 3100 New York Drive, Pasadena, California 91107, has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to BNY FINANCIAL CORPORATION ("Lender") located at 1290 Avenue of the Americas, New York, New York, pursuant to (i) (a) a Factoring Agreement, (b) a Letter of Credit Financing Supplement to the Factoring Agreement, and (c) related agreements, each dated the date hereof, and (ii) a certain Trademark Collateral Security Agreement dated the date hereof made by Borrower in favor of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
May 2, 1996

WITNESS:

WITNESS:

WITNESS:

LEON MAX, INC.

By: 

Title

BNY FINANCIAL CORPORATION

By: 

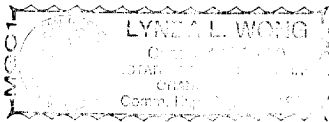
Title

STATE OF CALIFORNIA

: ss.:

COUNTY OF LOS ANGELES

On this 1st day of May, 1996, before me personally came LEON MAX, to me known, who, being by me duly sworn, did depose and say that he is the President of Leon Max, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.



Lynne L. Wong
Notary Public

STATE OF CALIFORNIA

: ss.:

COUNTY OF LOS ANGELES

On this 1st day of May, 1996, before me personally came MARTIN ECKSTEIN me known, who, being by me duly sworn, did depose and say that he is the ASSISTANT V.P. of BNY FINANCIAL CORPORATION, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.



Lynne L. Wong
Notary Public

SCHEDULE A

Schedule A to a Trademark Assignment of Security Agreement dated as of May 2, 1996, by and between LEON MAX, INC. and BNY FINANCIAL CORPORATION.

U.S. Trademark Registrations

<u>Reg. No.</u>	<u>Dated</u>	<u>Mark</u>
1,358,151	September 3, 1985	MAX STUDIO
1,367,789	October 29, 1985	LEON MAX
1,678,595	March 10, 1992	Design
1,490,279	May 31, 1988	MAX STUDIO and Design

U.S. Trademark Applications

<u>Application No.</u>	<u>Filed</u>	<u>Mark</u>
74/555,242	July 29, 1994	MAX STUDIO
74/721,508	August 28, 1995	STUDIO X

Foreign Trademark Registrations

<u>Country</u>	<u>Reg. No.</u>	<u>Dated</u>	<u>Mark</u>
Canada	288,789	March 16, 1984	LEON MAX and Design
Hong Kong	B1089/1991	June 22, 1988	MAX STUDIO
Hong Kong	B934/1991	March 22, 1991	LEON MAX
Japan	2,272,452	October 31, 1990	LEON MAX
Japan	2,240,287	June 28, 1990	MAX STUDIO
Japan	2,240,288	June 28, 1990	MSSP
Sweden	222,886	April 19, 1991	LEONMAX
Taiwan	303,777	December 16, 1985	MAX STUDIO
Taiwan	281,832	June 16, 1985	LEON MAX

SCHEDULE A

Schedule A, as amended, to a Trademark Assignment of Security Agreement dated as of May 2, 1996, by and between LEON MAX, INC. and BNY FINANCIAL CORPORATION.

Additional U.S. Trademark Registration

<u>Reg. No.</u>	<u>Dated</u>	<u>Mark</u>
1,210,654	September 28, 1982	LEON MAX and Design

Foreign Trademark Applications

<u>Country</u>	<u>Appl. No.</u>	<u>Filed</u>	<u>Mark</u>
China	950099797	August 7, 1995	MAX STUDIO
Korea	94-40431	October 11, 1994	MAX STUDIO
Malaysia	94/09224	October 10, 1994	MAX STUDIO
Mexico	238,549	June 26, 1995	MAX STUDIO
Philippines	96,031	October 26, 1994	MAX STUDIO
Singapore	8701/94	October 7, 1994	MAX STUDIO

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